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EXECUTIVE SECRETARY

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June 13, 2002

VIA OVERNIGHT DELIVERY

K. David Waddell, Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 02-00687; Amendment to Petition of WorldxChange Corp. and RSL
COM U.S.A., Inc. For Grant of the Authority Necessary for the Transfer and Sale
of Assets

Dear Mr. Waddell:

On behalf of WorldxChange Corp. and RSL COM U.S.A., Inc. ("the Petitioners"),
enclosed for filing with the Tennessee Regulatory Authority are an original and thirteen (13)
copies of the Amendment to the above-referenced Petition. Specifically, attached is the form of
customer notice to be sent to customers alerting them to the transaction.

Please date-stamp the enclosed extra copy of this filing and return it in the self-addressed,
stamped envelope enclosed herein. Should you have any questions, please do not hesitate to
contact Edward S. Quill, Jr. or Brian McDermott at (202) 424-7500.

Respectfully submitted,



William B. Wilhelm, Jr.
Edward S. Quill, Jr.

Counsel for WorldxChange Corp.

Enclosure

Dear Valued Customer:

Recently, Counsel Springwell Communications LLC, through its subsidiary, WorldxChange Corp. ("WorldxChange"), entered into an agreement to purchase the business of RSL COM U.S.A., Inc. ("RSL"). RSL today provides its customers with various services, including but not limited to long distance services. Under the terms of the agreement between RSL and WorldxChange, WorldxChange will, upon the closing of the purchase transaction, replace RSL as your service provider.

Please rest assured that the transition of your service to WorldxChange will not affect the services you currently receive. As a customer of WorldxChange, you will continue to receive services with the same rates, features, terms and conditions as the service you currently enjoy. With the operations of WorldxChange and RSL integrated and supported by new and improved billing and other systems, you will continue to receive top quality services with performance which meets or exceeds that of the services you currently receive from RSL. As a result, this change in providers will be beneficial and virtually seamless for you. Please also be assured that you will incur no charges related to the transfer of your services to WorldxChange.

WorldxChange has offered premium communications services nationwide for many years. The customer service team at WorldxChange will be equipped to assist you with questions about your new service or on-going monthly billing matters after completion of the purchase. Until that time, the customer service number and procedures that you are accustomed to will remain the same.

You may, of course, choose another carrier for your telephone service, subject to any termination restrictions in your contract. Unless you choose another service provider, you will automatically become a customer of WorldxChange.

We at WorldxChange look forward to serving you and appreciate your continued business. In the meantime, if you have specific questions about this notice, please contact us at 800-834-8735.

Sincerely,

WorldxChange Corp.